

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

GREENSILL CAPITAL INC.,

Debtor.¹

Chapter 11

Case No.: 21-10561 (MEW)

**SUPPLEMENTAL STIPULATED
CONFIDENTIALITY AGREEMENT AND PROTECTIVE ORDER**

This Supplemental Stipulated Confidentiality Agreement and Protective Order (this “Stipulation and Order”) is entered into by and among: (a) the Greensill U.S. Liquidation Trust (the “Trust”); (b) Greensill Capital (UK) Limited (in administration) (“GCUK”); and (c) Greensill Capital Management (UK) Limited (in administration) (“GCMC,” collectively with the Trust and GCUK, the “Parties”). This Stipulation and Order supplements and incorporates by reference that certain Stipulated Confidentiality Agreement and Protective Order [Dkt. No. 147] (the “Protective Order”)² solely with respect to the Parties hereto.

RECITALS

A. On March 8, 2021, by order of the High Court of Justice, Business and Property Courts of England and Wales, GCUK and GCMC entered administration and Chris Laverty, Trevor O’Sullivan, and Will Stagg of Grant Thornton UK LLP (the “Administrators”) were appointed as joint administrators for GCUK and GCMC in accordance with the Insolvency Act 1986.

B. On March 25, 2021, Greensill Capital, Inc. (the “Debtor”) filed a voluntary petition for relief under chapter 11 of title 11 the United States Code (“Bankruptcy Code”) in the

¹ The last four digits of the Debtor’s federal tax identification number are 3971.

² Capitalized terms not otherwise defined herein shall have the same meanings given to them in the Protective Order.

United States Bankruptcy Court for the Southern District of New York (the “Court”), thereby commencing this chapter 11 case (the “Chapter 11 Case”).

C. On June 17, 2021, the Debtor, GCUK, and certain other parties thereto entered into the Protective Order, which governed the use and transfer of certain information designated as confidential in connection with the Chapter 11 Case. The Trust subsequently became a party to the Protective Order on December 14, 2021.

D. On October 26, 2011, the Debtor filed in the Chapter 11 Case its *Second Amended Chapter 11 Plan of Liquidation for Greensill Capital Inc.* [Dkt. No. 307] (the “Plan”), pursuant to which, upon the occurrence of the Effective Date (as defined below), all of the Debtor’s remaining assets and retained causes of action would transfer to the Trust as the appointed representative of the Debtor’s estate under section 1123(b)(3) of the Bankruptcy Code.

E. On October 26, 2021, the Bankruptcy Court entered its *Amended Findings of Fact, Conclusions of Law, and Order Approving the Disclosure Statement and Confirming Modified Second Amended Chapter 11 Plan of Liquidation for Greensill Capital Inc.* [Dkt. No. 311], which confirmed the Plan and ordered that the Trust shall have authority and right to carry out and implement all provisions of the Plan as the successor in interest of the Debtor.

F. On October 30, 2021, the Debtor filed in the Bankruptcy Court its *Notice of Effective Date* [Dkt. No. 321] providing notice that the Effective Date (as defined in the Plan) occurred on October 29, 2021.

G. Following the Effective Date, the Trust has made requests to GCUK and GCMC for the delivery of certain records and information relevant to the Trust’s efforts to exercise, establish, or defend legal claims for the benefit of the Trust’s Beneficiaries (as defined in the Plan), including the requests for the bulk transfer of data stored on electronic databases owned,

maintained, or otherwise used by GCUK (such transfers, “Bulk Data Transfers”). In connection with such requests, and following arm’s length negotiations between the Trust and GCUK and GCMC, each of GCUK and GCMC acting by and through the Administrators, the Parties have agreed to supplement the Protective Order pursuant to the terms of this Stipulation and Order in order to facilitate the consensual transfer of information and records between the Parties.

IT IS HEREBY STIPULATED AND AGREED THAT:

1. This Stipulation and Order supplements the Protective Order solely with respect to the Parties and is immediately effective upon its entry by the Court.

2. No information sharing with or Bulk Data Transfers to the Trust shall result in any waiver of any privilege of any of the Administrators, GCUK, GCMC, Greensill Capital Pty Limited, Greensill Trading 2 Limited, Greensill Trading 3 Limited, Greensill Trading 4 Limited, Greensill Capital Trading Limited or any affiliate of the foregoing.

3. The entirety of the contents of any Bulk Data Transfers shall be designated as “Confidential Material” pursuant to the Protective Order regardless of whether such contents are marked “Confidential.”

4. The Trust may only use the contents of any Bulk Data Transfers and information provided to it by GCUK in accordance with the terms and conditions of the Protective Order.

5. This Stipulation and Order may be executed by the Parties in multiple counterparts, each of which shall be deemed an original, and evidence of this Stipulation and Order may be exchanged by fax or by electronic transmission of a scanned copy of the signature pages or by exchange of originally signed documents.

6. The Parties understand and agree that neither the making of this Stipulation and Order nor anything contained herein shall be construed or considered in any way to be an

admission of guilt, wrongdoing, or noncompliance with federal, state or local law, statute, order or regulation, tortious act, breach of contract, violation of common law, or any other wrongdoing whatsoever.

7. Neither this Stipulation and Order nor any statement made or action taken in connection with the negotiation of this Stipulation and Order, shall be offered or received in evidence or in any way referred to in any legal action among or between the Parties, other than as may be necessary to: (a) obtain approval of and enforce this Stipulation and Order or any dispute hereunder; or (b) seek damages or injunctive relief in connection therewith.

8. This Stipulation and Order shall be construed without regard to any presumption or other rule requiring construction against the party causing the document to be drafted. Each Party warrants that it has been represented and advised by counsel or has had a full opportunity to be represented and advised by counsel with respect to this Stipulation and Order and all matters covered by it.

9. Nothing in this Stipulation and Order shall be or shall be deemed an admission, stipulation, or other agreement regarding the rights (if any) of the Trust in or to information or records of any kind that are in the possession and control of GCUK or GCMC and the Parties' rights and remedies are fully reserved in regard to the same.

10. This Stipulation and Order constitutes the entire agreement and understanding of the Parties regarding the subject matter hereof and can be modified only by a writing signed by the Parties.

11. This Stipulation and Order shall be binding upon the Parties hereto and their respective successors and/or assigns.

12. Each person who executes this Stipulation and Order represents that he or she is duly authorized to execute this Stipulation and Order.

13. The Court shall retain jurisdiction with respect to all matters arising from or related to the implementation or interpretation of this Stipulation and Order.

STIPULATED AND AGREED:

Dated: March 2, 2022
New York, New York

Dated: March 2, 2022
New York, New York

ALLEN & OVERY LLP

ARENT FOX LLP

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Counsel to the Greensill Capital Limited (in administration) and Greensill Capital Management Company (UK) Limited (in administration)

SO ORDERED this 4th day of March, 2022, in New York, New York,

s/Michael E. Wiles
Honorable Michael E. Wiles
United States Bankruptcy Judge